

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

WINC, INC., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 22-11238 (LSS)

(Jointly Administered)

**Ref. Docket No. 322**

**SUPPLEMENT TO FIRST INTERIM FEE APPLICATION OF  
YOUNG CONAWAY STARGATT & TAYLOR, LLP**

Young Conaway Stargatt & Taylor, LLP (“Young Conaway”), counsel to the above-captioned debtors and debtors in possession (collectively, the “Debtors”), hereby supplements the *First Interim Fee Application of Young Conaway Stargatt & Taylor, LLP* [Docket No. 322] (the “First Interim Application”) for the period from November 30, 2022 through February 28, 2023 (the “Application Period”) by attaching, as **Exhibits A** through **E** hereto, certain schedules requested by the *Appendix B Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under United States Code by Attorneys in Larger Chapter 11 Cases* (the “UST Guidelines”). In addition, Young Conaway respectfully states as follows to address the questions set forth under section C.5 of the UST Guidelines:

- a. During the Application Period, Young Conaway did not agree to any variations from, or alternatives to, its standard or customary billing rates, fees, or terms.
- b. The fees sought by Young Conaway in the First Interim Application are not more than 10% higher than the fees budgeted in the budget provided by Young Conaway to the Debtors for the Application Period.
- c. The professionals included in the First Interim Application did not vary their hourly rate based on the geographic location of the bankruptcy cases.

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Winc, Inc. (8960); BWSC, LLC (0899); and Winc Lost Poet, LLC (N/A). The Debtors’ mailing address for purposes of these chapter 11 cases is 12405 Venice Boulevard, Box #1, Los Angeles, CA 90066.

- d. The First Interim Application did not include any fees dedicated to revising time records or preparing and revising invoices that would not normally be compensable outside of bankruptcy.
- e. The time period covered by the First Interim Application includes approximately 2.00 hours with a value of \$2,050.00 spent by Young Conaway to ensure that the time entries subject to the First Interim Application comply with the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware and do not disclose privileged or confidential information. This review and any revisions associated therewith are a necessary component of Young Conaway's preparation of each monthly fee application.
- f. The First Interim Application includes rate increases as of January 1, 2023. As disclosed in the *Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Young Conaway Stargatt & Taylor, LLP as Counsel for the Debtors, Effective as of the Petition Date* [Docket No. 763], Young Conaway's hourly rates are subject to periodic adjustments to reflect economic and other conditions.

Dated: April 14, 2023  
Wilmington, Delaware

YOUNG CONAWAY STARGATT & TAYLOR, LLP

/s/ Matthew B. Lunn

Michael R. Nestor (No. 3526)  
Matthew B. Lunn (No. 4119)  
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*Counsel to the Debtors and Debtors in Possession*

**EXHIBIT A****CUSTOMARY AND COMPARABLE  
COMPENSATION DISCLOSURES**

Young Conaway's hourly rates for bankruptcy services are comparable to the hourly rates charged in complex chapter 11 cases by similarly skilled bankruptcy attorneys. In addition, Young Conaway's hourly rates for bankruptcy services are comparable to the rates charged by the Firm for other complex corporate and litigation matters. The rates charged by the Firm for the services performed in the prior calendar year in the practice areas that are comparable to the services performed by the Bankruptcy and Corporate Restructuring section—namely, Corporate Counseling and Litigation, Business Planning, and Intellectual Property Litigation—are set forth below. Also included below is 2022 blended hourly rate information for all sections of the Firm, excluding the Bankruptcy and Corporate Restructuring section and the Personal Injury and Workers' Compensation section.

<b>Category of Timekeeper</b>	<b>Blended Hourly Rate</b>		
	<b>Billed</b> In comparable practice areas for preceding calendar year <sup>1</sup>	<b>Billed</b> Firm-wide for preceding calendar year <sup>2</sup>	<b>Billed</b> This Application
Partner	\$817	\$743	\$1,049
Counsel	\$668	\$603	N/A
Associate	\$457	\$449	\$554
Paralegal	\$293	\$206	\$341
<b>Aggregated:</b>	\$605	\$552	\$689

<sup>1</sup> This column reflects the blended 2022 rates charged by the firm for complex corporate and litigation matters in the following sections of the firm: Corporate Counseling and Litigation, Business Planning, and Intellectual Property Litigation.

<sup>2</sup> This column excludes blended hourly rates for the Bankruptcy and Corporate Restructuring section and the Personal Injury and Workers' Compensation section.

**EXHIBIT B****SUMMARY OF TIMEKEEPERS INCLUDED IN THE  
FIRST INTERIM APPLICATION**

<b>Name</b>	<b>Title</b>	<b>Department</b>	<b>Date of First Admission</b>	<b>Fees Billed in the Application Period (\$)</b>	<b>Hours Billed in the Application Period</b>	<b>Hourly Rate Billed in the Application Period (\$)</b>
James P. Hughes	Partner	Corporate	1992	520.00	0.40	(2023) 1,300.00
Craig D. Gear	Partner	Corporate	1996	140,392.00	114.80	(2022) 1,160.00 (2023) 1,300.00
Michael R. Nestor	Partner	Bankruptcy	1995	42,874.50	37.20	(2022) 1,105.00 (2023) 1,240.00
Matthew B. Lunn	Partner	Bankruptcy	2001	226,985.00	233.20	(2022) 915.00 (2023) 1,025.00
Michael S. Neiburg	Partner	Bankruptcy	2009	31,360.00	35.70	(2022) 800.00 (2023) 900.00
Daniel P. Johnson	Partner	Real Estate	1988	115.00	0.20	(2023) 575.00
Allison S. Mielke	Associate	Bankruptcy	2013	265,240.00	414.30	(2022) 600.00 (2023) 685.00
Joshua B. Brooks	Associate	Bankruptcy	2020	94,184.00	197.10	(2022) 450.00 (2023) 505.00
Kenneth L. Norton	Associate	Corporate	2021	23,032.50	49.60	(2022) 450.00 (2023) 525.00
Shella Borovinskaya	Associate	Bankruptcy	2022	100,102.00	210.30	(2022) 450.00 (2023) 505.00
Debbie Laskin	Paralegal	Bankruptcy	N/A	33.50	0.10	(2022) 335.00
Troy Bollman	Paralegal	Bankruptcy	N/A	33,015.50	96.50	(2022) 325.00 (2023) 355.00
Chad A. Corazza	Paralegal	Bankruptcy	N/A	32.50	0.10	(2022) 325.00
Karen Luongo	Paralegal	Corporate	N/A	213.50	0.70	(2022) 305.00
Ashley M. Clarke	Paralegal	Corporate	N/A	108.00	0.60	(2022) 180.00
<b>Totals</b>				<b>958,208.00</b>	<b>1,390.80</b>	

**EXHIBIT C****BUDGET AND STAFFING PLAN**

<b>Professional</b>	<b>Position of Applicant, Number of Years in that Position, Year of Obtaining License to Practice</b>
Craig D. Gear	Partner since 2000. Joined firm as an associate in 1996. Member of DE Bar since 1996.
Michael R. Nestor	Partner since 2003. Joined firm as an associate in 1998. Member of PA and NJ Bars Since 1995. Member of DE Bar since 1996.
Matthew B. Lunn	Partner since 2010. Joined firm as an associate in 2001. Member of DE Bar since 2001. Member of NY Bar since 2009.
Allison S. Mielke	Joined firm as an associate in 2017. Member of DE Bar since 2013.
Joshua B. Brooks	Joined firm as an associate in 2020. Member of MD Bar since 2020. Member of DE Bar since 2021.
Shella Borovinskaya	Joined firm as an associate in 2022. Member of DE Bar since 2022.
Troy Bollman	Paralegal.

<b>STAFFING PLAN</b>		
<b>Category of Timekeeper</b>	<b>Number of Timekeepers Expected to Work on the Matter During the Budgeted Period</b>	<b>Average Rate<sup>1</sup></b>
Partner	3	\$1,012.14
Counsel	-	-
Associate (7 or more years since first admission)	1	\$600.00
Associate (4-6 years since first admission)	-	-
Associate (less than 4 years since first admission)	2	\$450.00
Paralegal	1	\$325.00

<sup>1</sup> The Average Hourly Rate is a weighted average based on the individual hourly rate of, and projected number of hours worked by, each timekeeper over the course of the budgeted Application Period.

***BUDGETED HOURS & FEES***

<b>Professional</b>	<b>Hours</b>	<b>Fees</b>
Craig D. Grear	176	\$204,160.00
Michael R. Nestor	88	\$97,240.00
Matthew B. Lunn	352	\$322,080.00
Allison S. Mielke	494	\$296,400.00
Joshua B. Brooks	264	\$118,800.00
Shella Borovinskaya	264	\$118,800.00
Troy Bollman	123	\$39,975.00
<b>Totals</b>	<b>1,761</b>	<b>\$1,197,455.00</b>

***BUDGETED FEES BY PROJECT CATEGORY***

<b>Project Category</b>	<b>Budgeted Hours</b>	<b>Budgeted Fees</b>
Case Administration (B001)	88.10	\$59,872.75
Court Hearings (B002)	158.50	\$107,770.95
Cash Collateral/DIP Financing (B003)	88.10	\$59,872.75
Schedules & Statements, U.S. Trustee Reports (B004)	52.80	\$35,923.65
Lease/Executory Contract Issues (B005)	52.80	\$35,923.65
Use, Sale or Lease of Property (363 issues) (B006)	792.50	\$538,854.75
Claims Analysis, Objections and Resolutions (B007)	52.80	\$35,923.65
Meetings (B008)	35.20	\$23,949.10
Stay Relief Matters (B009)	17.60	\$11,974.55
Reclamation Claims and Reclamation Adversaries (B010)	35.20	\$23,949.10
Other Adversary Proceedings (B011)	88.10	\$59,872.75
Plan, Disclosure Statement, and Release Investigation (B012)	88.10	\$59,872.75
Creditor Inquiries (B013)	17.60	\$11,974.55
General Corporate Matters (B014)	35.20	\$23,949.10
Employee Matters (B015)	17.60	\$11,974.55
Asset Analysis (B016)	17.60	\$11,974.55
Retention of Professionals/Fee Issues (B017)	88.10	\$59,872.75
Fee Application Preparation (B018)	17.60	\$11,974.55
Travel (B019)	0.00	\$0.00
Utility Services (B020)	17.60	\$11,974.55
<b>Total</b>	<b>1,761.10</b>	<b>\$1,197,455.00</b>

**EXHIBIT D****SUMMARY OF COMPENSATION AND EXPENSE REIMBURSEMENTS**

<b>SUMMARY OF COMPENSATION BY PROJECT CATEGORY</b>		
<b>Project Category</b>	<b>Hours Billed</b>	<b>Fees Sought (\$)</b>
Case Administration (B001)	94.30	48,402.50
Court Hearings (B002)	161.60	91,643.50
Cash Collateral/DIP Financing (B003)	138.60	94,001.00
Schedules & Statements, U.S. Trustee Reports (B004)	60.00	30,515.00
Lease/Executory Contract Issues (B005)	75.10	43,326.00
Use, Sale or Lease of Property (363 issues) (B006)	555.80	456,579.00
Claims Analysis, Objections & Resolutions (B007)	39.70	23,896.50
Meetings (B008)	55.60	37,043.50
Stay Relief Matters (B009)	8.60	4,473.50
Other Adversary Matters (B011)	3.30	2,104.50
Plan and Disclosure Statement (B012)	75.30	49,498.50
Creditor Inquiries (B013)	9.40	5,303.50
General Corporate Matters (B014)	19.90	15,909.00
Employee Matters (B015)	1.20	825.50
Retention of Professionals/Fee Issues (B017)	84.50	50,077.50
Fee Application Preparation (B018)	6.00	3,776.50
Utility Services (B020)	1.90	832.50
<b>Totals</b>	<b>1,390.80</b>	<b>958,208.00</b>

<b>SUMMARY OF EXPENSE REIMBURSEMENTS</b>	
	<b>Amount (\$)</b>
Computerized Legal Research - Westlaw	316.57
Corporation Service Co. – UCC/Lien Search	325.30
Delivery/Courier	249.50
Deposition/Transcript	1,331.25
Docket Retrieval/Search	602.75
Filing Fee	188.00
Reproduction Charges	7,705.70
Secretary of State	50.00
Teleconference/Video Conference	728.47
Title Search	664.75
Working Meals	1,492.66
<b>Total</b>	<b>13,654.95</b>

**EXHIBIT E**

<b>SUMMARY OF FIRST INTERIM APPLICATION</b>	
Name of Applicant	Young Conaway Stargatt & Taylor, LLP
Name of Client	Debtors and Debtors in Possession
Time period covered by First Interim Application	November 30, 2022 through February 28, 2023
Total compensation sought during the Application Period	\$958,208.00
Total expenses sought during the Application Period	\$13,654.95
Petition Date	November 30, 2022
Retention Date	November 30, 2022
Date of order approving employment	January 4, 2023
Total compensation approved by interim order to date	\$0.00
Total expenses approved by interim order to date	\$0.00
Total allowed compensation paid to date	\$0.00
Total allowed expenses paid to date	\$0.00
Blended rate in the First Interim Application for all attorneys	\$715.35
Blended rate in the First Interim Application for all timekeepers	\$688.96
Compensation sought in the First Interim Application already paid (or to be paid) pursuant to a monthly compensation order but not yet allowed	\$766,566.40
Expenses sought in the First Interim Application already paid (or to be paid) pursuant to a monthly compensation order but not yet allowed	\$13,654.95
Number of professionals included in the First Interim Application	15
If applicable, number of professionals in the First Interim Application not included in staffing plan approved by client	8
If applicable, difference between fees budgeted and compensation sought during the Application Period	Amount Budgeted: \$1,200,000.00 Amount Sought: \$958,208.00 Difference: \$241,792.00
Number of professionals billing fewer than 15 hours to the case during the Application Period	6
Are any rates higher than those approved or disclosed at retention?	No